

RECORDATION NO. 27368-9 FILED

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
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July 9, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Replacement of Appendix No. 7-A, dated as of June 23, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27368.

The names and addresses of the parties to the enclosed document are:

Lessor/Grantor: Handelsbanken Finans AB (publ)
Torsgatan 12
Stockholm SE-106 35
Sweden

Lessee/
Secured Party: New Jersey Transit Corporation
One Penn Plaza East, 6th Floor
Newark, NJ 07105

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A description of the railroad equipment covered by the enclosed document is:

20 multi-level commuter rail passenger cars bearing New Jersey Transit reporting marks: 7010 - 7014, 7201, 7219, 7226, 7228, 7529 and 7538 - 7547.

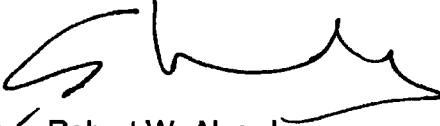
A short summary of the document to appear in the index is:

Memorandum of Replacement of Appendix No. 7-A.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF REPLACEMENT OF APPENDIX NO. 7-A

This Memorandum of Replacement of Appendix No. 7-A is made and entered into as of ^{SURFACE TRANSPORTATION BOARD} ~~2008~~ 2008, between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Security Agreement dated as of January 22, 2008, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 5, 2008 at 11:00 a.m. under Recordation Number 27368.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 1-A dated as of February 6, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 14, 2008 at 2:04 p.m. under Recordation Number 27368-A.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 2-A dated as of February 19, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 26, 2008 at 11:00 a.m. under Recordation Number 27368-B.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 3-A dated as of February 26, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 29, 2008 at 11:00 a.m. under Recordation Number 27368-C.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 4-A dated as of March 6, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 10, 2008 at 4:00 p.m. under Recordation Number 27368-D.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 5-A dated as of March 12, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 19, 2008 at 8:00 a.m. under Recordation Number 27368-E.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 6-A dated as of April 10, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on April 16, 2008 at 2:15 p.m. under Recordation Number 27368-F.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 7-A dated as of May 28, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

By

Name: Lehan Malinchen

Title: SVP

Sven Grill

NEW JERSEY TRANSIT CORPORATION

By _____

Name:

Title:

ACKNOWLEDGEMENT

I certify that this instrument was signed by Johan Malmer
Sven Grön on behalf of Handelsbanken Finans AB
(publ) pursuant to a power of attorney and I acknowledge that the execution of the foregoing instrument
was the free act and deed of Handelsbanken Finans AB (publ). I further declare under penalty of perjury
that the foregoing is true and correct.

HANDELSBANKEN FINANS AB (publ)

By: Anna Gröndin
Name: ANNA GRÖNDIN
Title: Legal Counsel
Date: 23th June, 2008

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

By _____
Name:
Title:

NEW JERSEY TRANSIT CORPORATION

By Robert Bell
Name:
Title:

ACKNOWLEDGEMENT

On this ____ day of June, 2008, before me personally appeared Robert Webb, who stated that he is the person who executed the foregoing instrument as Manager, Project Finance of New JERSEY TRANSIT CORPORATION, the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 26th day of June, 2008.

My Commission Expires: June 16, 2011

JOYCE J. ZUCZEK
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXPIRES JUNE 16, 2011

EXHIBIT A

All right, title and interest of the Lessor in the following:

(a)

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7219
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7226
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7228
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7538
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7539
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7540
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7541
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7201
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7542
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7543
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7544
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7010
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7011
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7012

Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7529
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7013
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7545
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7546
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7014
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7547

Each of the above-listed multi-level commuter rail passenger cars is herein called an "Item of Equipment"; and

- (b) All parts of each Item of Equipment, wherever located, whether now owned or hereafter acquired, in which Lessor shall have or acquire an interest. As used herein, "Part" means any and all items constituting part of an Item of Equipment, including appliances, components, instruments, parts, appurtenances, accessories and peripheral and miscellaneous equipment (including replacement parts and equipment) that may from time to time be incorporated or installed in or attached to an Item of Equipment.